

Proposed By-Laws

ARTICLE I

Name

The name of this organization is the Child and Family Service Association of North America, Inc. (hereafter referred to as the Association).

ARTICLE II

Purposes

The objects and purposes of the Association are exclusively charitable and are to seek to improve the quality of human life in North America by gathering, organizing and disseminating knowledge concerning social and other conditions affecting human problems and human potential: by standard setting; by aiding and supporting both direct and indirect services to enhance the growth and improve the condition of children, youths and families; by providing quality services including accreditation to present and future affiliated agencies to assist them in strengthening and developing services to children, youth, families, single parents and other persons; and by any and all other acts and means that may be effective or helpful towards attaining that end.

ARTICLE III

Membership

Section 1. Forms of Membership and Affiliation

There shall be four principal divisions of membership and affiliation: (a) Voting, (b) Provisional, (c) Affiliate, and (d) Supporting. Any voting member agency, provisional member agency, affiliate or supporting member of Child Welfare League of America, Inc. ("CWLA"), Florence Crittenton Association of America, Inc. ("FCAA"), or Family Service Association of America ("FSAA"), (hereinafter collectively referred to as the three Nationals) at the time of the effective date of the merger of the three Nationals as provided in the certificate of merger shall automatically be entitled to be a Voting Member, Provisional Member, Affiliate or Supporting Member, as the case may be. Additional members may be admitted as follows:

- (a) Voting Members. Any agency upon application of its governing body may be admitted to Voting Membership by the Board of Directors if the agency meets the membership requirements established by the Board.
- (b) Provisional Members. Any agency which files a written application duly authorized by its Board of Directors setting forth its desire and intention to become a Voting Member may be admitted to Provisional Agency Membership by the Board of Directors if the Board finds that such agency is sufficiently close to meeting the requirements for Voting Members to be admitted as a Provisional Agency Member.

Provisional Agency Membership may continue for a period of three years during which at any time after one year a Provisional Member

may be considered for admission as a Voting Member. The three-year period may be extended for an additional period not to exceed two years at the discretion of the Board of Directors.

- (c) Affiliate. Any service organization whose objectives are compatible with those of the Association and which is not eligible to become a Voting or Provisional Member may become an Affiliate by such procedures as shall be prescribed by the Board of Directors.
- (d) Supporting. Any individual or group who is interested in the work of the Association and who gives financial support to it through the payment of prescribed dues may be admitted to Supporting Membership. The purpose of Supporting Membership shall be to offer avenues of communication between the Association and individuals or groups interested in the Association's goals and service. Such members shall be privileged to attend area and national meetings of the Association.

Section 2. Termination, Suspension, and Reinstatement of Membership.

- (a) Any Voting or Provisional Member or any Affiliate may resign or withdraw from the Association after fulfilling all obligations to it by giving appropriate written notice of such intention to the Association, in a manner determined by the Board of Directors. Such notice shall confirm that appropriate formal action has been taken by the Member's or Affiliate's governing body.
- (b) A Membership or Affiliation may be cancelled by the Association for failure to pay dues, for failure to comply with the standards and conditions of membership prescribed by the Board of Directors, for violation of any provision of these By-Laws, or for conduct

inimical to the interest of the Association or to its objectives and purposes.

- (c) The procedures for cancellation of membership or affiliation, which shall include reasonable notice of the grounds for such proposed cancellation and the opportunity for a hearing thereon if requested by the Member or Affiliate, shall be as prescribed by the Board of Directors.
- (d) Procedures and standards for reinstatement to membership shall be as prescribed by the Board of Directors.

ARTICLE IV

Board of Directors

Section 1. Composition

There shall be a Board of Directors (hereafter referred to as the Board) composed of not more than sixty (60) or less than forty (40) directors, of which not more than eight (8) shall be ex officio directors with a vote as hereinafter provided in Article V, Section 1.

- (a) A majority of the total number of elected directors plus ex officio directors shall at the time of election be persons who are either employees of Voting Member Agencies or members or former members of the governing bodies of Voting Member Agencies. Not more than ten (10) of the total number of directors and ex officio directors shall be employees of Voting Members. At least one (1) director shall be a citizen of the United States and a resident of the State of New York.
- (b) In order to maintain the representative character of the Association, the Nominating Committee of the Board will in its nominations of directors seek to assure equitable representation of Voting Members,

minority interest groups, representatives of client interests,
and geographic areas.

Section 2. Election of Directors.

Directors shall be elected by the Voting Members at an annual meeting of members or at a special meeting called for that purpose. At each such meeting at which a quorum is present, the persons receiving a plurality of the votes cast shall be elected directors.

Section 3. Term of Office.

- (a) Unless otherwise specified at the time of election, the term of office of each elected director shall be three (3) years and until his successor shall have been elected and shall qualify, or until his death, resignation or removal. Insofar as practicable, the terms of office of elected directors shall be so arranged that the number of terms of elected directors expiring each year shall be as close as possible to one-third ($1/3$) of the total number of elected directors.
- (b) An elected director shall be eligible to serve two consecutive three-year terms, after the expiration of which one year must elapse before he shall be eligible for reelection; provided, however, that a director originally elected to fill an unexpired term or for a term of less than three years shall be eligible for reelection for two additional consecutive three-year terms and, further provided that an officer may serve as a director ex officio during his or her tenure, notwithstanding the above limitations.

Section 4. Powers.

The Board of Directors shall have general charge of the property, affairs and programs of the Association and shall report thereon to the members. It shall establish Association policies and program objectives, authorize national programs, and allocate the resources of the Association. It shall have the power, subject to the By-Laws, to establish or dissolve regional or other councils of the Association and to administer all matters relating to membership and dues. It shall be the final authority on questions of membership and accreditation. It shall select the Executive Director, who shall have the duties specified in Article VIII. It shall have general responsibility for the finances of the Association. It shall provide for bonding the Treasurer, the Executive Director, and all persons, either on the Board or staff of the Association who are authorized to dispense the funds of the Association and such other persons as the Board shall determine. Such provision shall be at the expense of the Association.

Section 5. Meetings.

- (a) Regular meetings of the Board shall be held at least twice during each year, and shall be called by the President or Secretary at such time and place as he or she may designate.
- (b) Special meetings may be called at any time by the President or Secretary, at such time and place as he or she may designate, and shall be called by the President or Secretary upon written request of not less than five (5) directors. Any such requested meeting shall be held within 60 days at such time and place as may be designated by the President or Secretary.
- (c) Notice of each regular or special meeting of the Board shall be delivered personally or mailed to each director, addressed to his

or her residence or usual place of business, at least fifteen (15) days prior to such meeting. Such notice shall be in writing, and shall state the time and place of the meeting. Notice of any adjourned meeting of the directors need not be given. Notice of any meeting of the Board need not be given to any director if such notice shall be waived by the director in writing before, during or after the meeting, and at any meeting at which every member of the Board is present, any business may be transacted though the meeting is held without notice.

- (d) A quorum of the Board of Directors shall be one-third (1/3) of the whole Board of Directors, and the actions of the Directors present at which a quorum is present shall be the actions of the Board of Directors.

Section 6. Compensation.

All directors and officers shall serve without compensation, and shall be entitled to reimbursement for such expenses as requested and as are authorized by the Board or the Executive Committee, providing such expenses are within the limitations of the approved budget.

Section 7. Vacancies.

The Board may elect a successor to fill any vacancy occurring on the Board for the unexpired term of the previous incumbent.

Section 8. Resignations.

Any elected director or ex officio director may resign at any time by notice in writing to the President of the Board. Such resignation shall take effect at the time therein specified, and, unless otherwise

specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Removal of Directors.

Any elected director or ex officio director may be removed at any time by the affirmative vote of a majority of the Voting Members which vote shall be given, in person or by proxy, at any annual meeting or at any special meeting called for that purpose.

ARTICLE V

Officers

Section 1. Officers.

The officers shall be a President, up to five (5) Vice Presidents, a Secretary and a Treasurer, all of whom shall be ex officio directors of the Board with the right to vote.

Section 2. Election of Officers.

The Officers shall be elected annually by the Board at its first meeting in the calendar year. The Board may elect a successor to fill any vacancy occurring in any office for the unexpired term of such office.

Section 3. Term of Office.

All officers shall be elected for a term of one (1) year and until their successors shall be elected and qualified, or until their death, resignation or removal. No elected officer shall be eligible for election to more than three (3) consecutive terms in the same office.

Section 4. Duties of Officers.

- (a) President. The President shall preside at all meetings of members, the Board, and the Executive Committee, appoint the chairpersons of all committees except the Nominating Committee, and perform other duties as are customarily performed by presidents of like organizations or as may be required of him by the Board, the Executive Committee or members. He shall be a non-voting member of all committees except that he shall be a voting member of the Executive Committee.
- (b) Vice Presidents. The Vice Presidents, or one or more of them as may be designated by the President, Board, or Executive Committee, shall perform all of the duties of the President in case of the absence or disability of the latter. If both the President and all Vice Presidents shall be unable to perform their duties, the Board may appoint a President pro tempore.
- (c) Secretary. The Secretary shall keep minutes of all meetings of the members, the Board and the Executive Committee, make and sign a proper record of the same, and shall perform such other duties as may be required by the President or the Board.
- (d) Treasurer. The Treasurer, subject to such regulations as may from time to time be made by the Board, shall be responsible for the custody of the funds and securities of the Association, and for the deposit of all funds in the name of the Association in such banks or trust companies or other financial institutions as the Board or Executive Committee may designate. He shall be responsible for seeing that the proper books are kept, showing at all times the amount of property and funds belonging to the Association. At each annual meeting of the members, he shall present an account showing

in detail the receipts of all property and money belonging to the Association and all disbursements made, which account shall be audited by an independent certified public accountant designated by the Board. The Treasurer shall be a member of the Program Planning and Budget Committee and the Financial Development Committee.

Section 5. Removal of Officers.

The Board of Directors, by vote of two-thirds of the directors present at a meeting, shall have the power to remove any officers with or without cause.

ARTICLE VI

Committees

Section 1. In General.

- (a) There shall be eight standing committees, namely, an Executive Committee, a Program Planning and Budget Committee, a Financial Development Committee, a Nominating Committee, a Public Policy Committee, a Membership Committee, a Personnel Committee and a Committee on Ethnic Minority Concerns. In addition, the Board of Directors may establish special committees and may prescribe their composition and functions. Members of special committees need not be members of the Board. Any committee may establish one or more subcommittees of its own members for such purposes as it may deem appropriate within its scope and authority.
- (b) Subject to the approval of the Board, the Program Planning and Budget Committee and all other Standing Committees shall fix their rules of procedure.

Section 2. Executive Committee.

- (a) The Executive Committee shall consist of the officers of the Association, the chairpersons of the other Standing Committees, and no more than four (4) other such directors as the President may select.
- (b) The Executive Committee, except as otherwise may be provided from time to time by resolution of the Board, shall, when the Board is not in session, have all the authority of the Board except as to the following matters: (1) the submission of any matter to the Voting Members for action, (2) the filling of vacancies on the Board, and (3) the amendment or repeal of any resolution of the Board which the Board has stipulated not to be amendable or repealable. At each meeting of the Board, the Executive Committee shall submit for ratification a report of its actions since the preceding meeting of the Board
- (c) Subject to the approval of the Board, the Executive Committee shall fix its own rules of procedure, but the presence of one-third of its members shall be necessary to constitute a quorum.

Section 3. Program Planning and Budget Committee.

The Program Planning and Budget Committee may include persons who are not members of the Board provided that at least the Chairperson and a majority of the members of the committee shall be members of the Board. Members of the committee shall be appointed by the President to serve terms of one year. The Treasurer shall be a member of the Committee but not the Chairperson. The Committee shall formulate and review long-range program plans, annual program plans, and reports of the Association's program

performance. It shall review and formulate recommendations on financial aspects of proposed long-range and annual program plans and on the general financial concerns of the Association. It shall report thereon to the Board.

Section 4. Financial Development Committee

The Financial Development Committee may include persons who are not members of the Board provided that at least the Chairperson and a majority shall be members of the Board. Members of the Committee shall be appointed by the President to serve terms of one year. The Treasurer shall be a member. The Committee shall develop and recommend to the Board fund-raising policies in support of the Association's operating and endowment funds. It shall also be responsible for carrying out the Association's program of fund raising with the cooperation of the other members of the Board.

Section 5. Nominating Committee.

The Nominating Committee shall be elected by the Board and shall consist of no fewer than nine (9) members to serve terms of one year. The Committee may include persons who are not members of the Board, provided that the Chairperson and a majority of the members of the Committee are members of the Board. The Board shall elect a Chairperson of the Nominating Committee. The Committee shall place in nomination at each annual meeting of the Voting Members a slate of directors. In preparing this slate, the Committee shall seek the suggestions of Voting Members and other informed groups and individuals. It shall also present a slate of officers to the Board. It shall recommend to the Board the

names of persons to fill vacancies occurring among the officers, the directors, the members of the Executive Committee, or the members of the Nominating Committee.

Section 6. Public Policy Committee.

The Public Policy Committee may include persons who are not members of the Board provided that at least the Chairperson and a majority of the Committee shall be members of the Board. Members of the Committee shall be appointed by the President to serve terms of one year. The Committee shall review and analyze questions and issues of public or governmental policy and practice pertinent to the goals of the Association; and shall make recommendations to the Board with respect to appropriate positions or actions to be taken. It shall also perform other duties with respect to public policy matters pertinent to the goals of the Association as may be assigned by the Board or President.

Section 7. Membership Committee.

The Membership Committee may include persons representing Voting Member Agencies but who are not members of the Board provided that at least the Chairperson and a majority of the Committee shall be members of the Board. Members of the Committee shall be appointed by the President to serve terms of one year. The Committee shall review all applications for Voting and Provisional Membership, and make recommendations to the Board with respect to appropriate action. It also shall perform such duties as may be assigned to it by the Board or President with respect to Membership in the Association, the obligations, and privileges thereof, and the establishment of conditions therefor.

Section 8. Personnel Committee.

All members of the Personnel Committee shall be members of the Board. Members of the Committee shall be appointed by the President to serve terms of one year. The Committee shall advise and consult with the Executive Director on personnel policies, salary schedules and fringe benefits and report thereon to the Board.

Section 9. Committee on Ethnic Minority Concerns.

There shall be a Committee on Ethnic Minority Concerns. The Chairperson of the Committee and a majority of the members shall be members of the Board from ethnic minority groups. Members of the Committee shall be appointed by the President to serve terms of one year. The Committee shall review and analyze questions and issues related to ethnic minority concerns pertinent to the goals of the Association, and shall make recommendations to the Board with respect to appropriate positions and actions to be taken by the Association. The Board shall determine from time to time what groups shall be considered ethnic minority groups to whose concerns the Association shall address itself.

ARTICLE VII

Councils

Section 1. Establishment of Councils

- (a) There shall be such number of geographically based or other types of representative councils of Voting and Provisional Member Agencies as the Board may specify.

- (b) The Board may delegate to such councils those of its responsibilities that it may deem useful or necessary, and may provide for representation of such councils on the Board, both subject to the provisions of Article XII for amending these By-Laws.

ARTICLE VIII

Staff

Section 1. Executive Director.

There shall be an Executive Director employed by the Board who shall be the Chief Executive Officer of the Association and who, subject to the control of the Board, shall have charge of its operations and shall also have such other powers and perform such other duties as the Board may assign. The Executive Director shall attend meetings of the Board and its Executive Committee.

Section 2. Other Staff Positions.

The Board shall determine salary ranges for all staff positions. Within such salary ranges, and subject to any limitations imposed by the budget of the Association to be approved annually by the Board, the Executive Director shall have authority to employ, promote, demote, or discharge all Association employees in accordance with the personnel practice policies adopted by the Board.

ARTICLE IX

Meetings

Section 1. Annual Meetings.

The annual meeting of the Voting Member Agencies shall be held in each calendar year at such time and place as the President shall

designate, unless the Board shall otherwise designate.

Section 2. Special Meeting.

A special meeting of the Voting Members may be called at any time or place by the President or Secretary, and shall be called by the President or Secretary upon the written request of ten (10) or more Voting Members within sixty (60) days of receipt of such request, and which request shall state the purpose or purposes of such meeting.

Section 3. Notice of Meetings.

The notice of each annual and special meeting of the Voting Members shall be in writing and shall state the time and place where the meeting is to be held, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. A copy of such notice shall be delivered or mailed at least fifteen (15) days prior to the date of such meeting to each Voting Member and, if mailed, shall be directed to such member at its address entered on the records of the Association. Notice of any meeting of members shall not be required to be given to any Voting Member whose authorized delegate or proxy before, during or after the meeting shall waive notice thereof in writing. Notice of any adjourned meeting need not be given. Notice, if any, to non-voting members shall be as the Board may provide.

Section 4. Quorum.

At each meeting of Voting Members, except as otherwise provided by law, the presence in person or by proxy of fifty per cent (50%) of the Voting Members shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those Voting Members present in person or

by proxy may adjourn the meeting from one time to another time and one place to another place until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 5. Attendance and Voting.

- (a) At each meeting of members, each Voting Member shall be entitled to one (1) vote.
- (b) Each Voting Member may vote either by an authorized delegate selected from its governing Board or staff, or by proxy given to another Voting Member (to be exercised by its authorized delegate), or to the Executive Director or any director of the Association. Any such proxy shall be in writing and executed by a duly authorized officer of the member giving such proxy.
- (c) At each meeting of members, a quorum being present, all matters, except as otherwise provided by law or by the Certificate of Incorporation or by the By-Laws, shall be decided by the vote of a majority of the Voting Members who shall be present in person or by proxy and who shall vote thereon.
- (d) Non-voting members and other representatives of Voting Members may attend all meetings of members, and may have the privilege of the floor, but shall have no vote.

ARTICLE X

Indemnification

Any person made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of the Association

or of any corporation which he served as such at the request of the Association shall be indemnified by the Association against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Without limitation of or the generality of the foregoing, the expenses referred to in the preceding statement shall be deemed to include (1) if any such action, suit or proceeding shall proceed to judgment, any and all costs and other expenses imposed upon such person by reason of such judgment, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties; and (2) in the event of any settlement of any such action, suit or proceeding, all reasonable costs and other expenses of such settlement (other than ^{any} payments made to the Association itself). If any such indemnity is paid otherwise than pursuant to a court order or action by the members, the Association shall within eighteen (18) months from the date of such payment mail to its voting members a statement specifying the persons paid, the amounts of the payments and the final disposition of the litigation. The foregoing rights of indemnification shall not be exclusive of any other rights to which any such director, officer or employee may be entitled under any present or future law, statute, by-law, agreement, vote of members or otherwise.

ARTICLE XI

Dues

Section 1. Agency Dues.

As an obligation of membership, financial support in the amount specified in the dues schedule for the Association is required annually.

Section 2. Dues Schedule.

- (a) In the third year after the incorporation of the Association the Board shall submit for approval to the Voting Members at an annual meeting an amendment to these By-Laws which provides for an equitable dues schedule for all the categories of agency membership in the Association.
- (b) Until such time as such dues schedule is submitted and approved by the Voting Members the existing dues schedules of the three nationals shall continue in full force and effect and apply accordingly to their former member agencies who assume membership in the Association. The dues schedules of the three nationals will be annexed to these By-Laws and will become^a part of these By-Laws subject to the requirements of Article XII regarding modifications and amendments to said By-Laws.
- (c) Until such time as the dues schedules are submitted and approved by the Voting Members, the Board shall determine on an ad hoc basis the dues obligations of agencies newly petitioning for member status.

ARTICLE XII

Revisions or Amendments

These By-Laws may be amended, revised, or repealed by a majority vote at an annual or special meeting of the members called for that purpose, at which a quorum is present in person or by proxy. The notice of such meeting shall state that the amendment, revision, or repeal of these By-Laws will be considered at the meeting.